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Attorneys for Apex Tool Group, LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re	:	Chapter 11
	:	
SEARS HOLDING CORPORATION, et al.,¹	:	Case No. 18-23538 (RDD)
	:	
Debtors.	:	(Jointly Administered)
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NOTICE OF APPEAL

Apex Tool Group, LLC appeals under 28 U.S.C. § 158(a) and Federal Rule of Bankruptcy Procedure 8003(a) to the United States District Court for the Southern District of New York from the *Order Denying Vendors' Motions for Allowance and Payment of*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Administrative Expense Claims, entered on October 15, 2019 [ECF No. 5371] (the “Order”) by the United States Bankruptcy Court for the Southern District of New York (Hon. Robert D. Drain). A copy of the Order is attached hereto as Exhibit A.

The names of all the parties to the judgment, order, or decree appealed from and the names, addresses, and telephone numbers of their respective attorneys are as follows:

Name of Party:	Attorney:
Appellant: Apex Tool Group, LLC	ROPE & GRAY LLP 1211 Avenue of the Americas New York, NY 10036-8704 Telephone: (212) 596-9000 Facsimile: (212) 596-9090 Gregg M. Galardi Sam N. Ashuraey
Appellees: Sears Holdings Corporation, <i>et al.</i> (as captioned above)	Weil, Gotshal & Manges LLP Ray C. Schrock, P.C. Jacqueline Marcus Garrett A. Fail Sunny Singh 767 Fifth Avenue New York, NY 10153 (212) 310-8000

Parties to the Order:	Attorney:
Winners Company Ltd.	MCKOOL SMITH, P.C. H. Jeffrey Schwartz One Bryant Park 47 th Floor New York, NY 10036 (212) 402-9400
Milton Manufacturing, LLC	CLARK HILL PLC Joel D. Applebaum John R. Stevenson 151 South Old Woodward Avenue., Suite 200 Birmingham, MI 48009 (248) 988-5883

Parties to the Order:	Attorney:
Mien Co. Ltd.	THE SARACHEK LAW FIRM Joseph E. Sarachek 101 Park Avenue – 27 th Floor New York, NY 10178 (646) 517-5420
Pearl Global Industries Ltd.	DAVIDOFF HUTCHER & CITRON LLP David H. Wander 605 Third Avenue New York, NY 10158 (212) 557-7200
Gokalda Exports Ltd.	BUCHANAN INGERSOLL & ROONEY PC Christopher P. Schueller, Esq. Tanya Bosi, Esq. 640 5 th Avenue, 9 th Floor New York, NY 10019-6102 (212) 440-4400
The Official Committee of Unsecured Creditors	AKIN GUMP STRAUSS HAUER & FELD LLP Ira S. Dizengoff Philip C. Dublin Joseph L. Sorkin Lacy M. Lawrence One Bryant Park New York, NY 10036 (212) 872-1000

Dated: October 29, 2019
New York, New York

APEX TOOL GROUP, LLC

/s/ Gregg M. Galardi

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EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	:
	:
SEARS HOLDINGS CORPORATION, et al.,	:
	:
Debtors.¹	:
	:
-----X	

Chapter 11
Case No. 18-23538 (RDD)
(Jointly Administered)

**ORDER DENYING VENDORS' MOTIONS FOR
ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIMS**

Upon consideration of the *Motion of Winners Industry Co., Ltd. for Allowance and Payment of Administrative Expense Claims* [ECF No. 1386], *Motion of Milton Manufacturing, LLC to Allow and Compel Payment of Administrative Expense Claim Under 11 U.S.C. § 503(b) for Craftsman Branded Goods Delivered to the Debtor Postpetition* [ECF No. 1477], *Motion of Mien Co. Ltd. to Allow and Compel Payment of Administrative Expense Claim Under 11 U.S.C. § 503(b) for Jaclyn Smith Branded and Private Label Goods Delivered to the Debtor Post-Petition*

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[ECF No. 3323], *Motion by Pearl Global Industries Ltd. to Allow and Compel Payment of Administrative Expense Claim Under 11 U.S.C. § 503(b)(1)* [ECF No. 3604], *Motion of Apex Tool Group, LLC to Allow and Compel Immediate Payment of Administrative Expense Claim Pursuant to 11 U.S.C. 503(b)(1)(A) and 11 U.S.C. § 503(b)(9)* [ECF No. 1491], *Supplement to Motion of Apex Tool Group, LLC to Allow and Compel Immediate Payment of Administrative Expense Claim Pursuant to 11 U.S.C. 503(b)(1)(A) and 11 U.S.C. § 503(b)(9)* [ECF No. 3667], and *Motion by Gokaldas Exports Ltd. to Allow and Compel Payment of Administrative Expense Claims under 11 U.S.C. § 503(b)* [ECF No. 3670] (collectively, the “**Motions**”), each for entry of an order pursuant to 11 U.S.C. §§ 503(b)(1) and/or 503(b)(9) for the purposes set forth in the Motions; and upon consideration of the *Debtors’ Omnibus Objection to Vendors’ Motions for Allowance and Payment of Administrative Expense Claims* [ECF No. 3883] (the “**Objection**”); and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b); and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court having found that venue of the Motions in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that notice of, and the opportunity for a hearing on, the Motions and the Objection was due and sufficient under the circumstances; and the Court having held a hearing on May 21, 2019 to consider the relief requested in the Motions (the “**Hearing**”); and upon the record of, and representations made at, the Hearing; and, for the reasons stated by the court in its bench rulings at the Hearing, the Court having determined that the legal and factual bases set forth in the Motions, the Objection, and at the Hearing, warrant the denial of the relief sought in the Motions as set forth herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motions are denied to the extent and for the reasons set forth on the record at the Hearing, including that this Order does not address so-called “inducement claims” and claims under section 503(b)(9) of the Bankruptcy Code.

2. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: October 15, 2019
White Plains, New York

/s/Robert D. Drain
THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE